



MONTGOMERY COUNTY COMMUNITY COLLEGE  
340 DEKALB PIKE  
BLUE BELL, PENNSYLVANIA

The meeting of the Montgomery County Community College Board of Trustees was held on Monday, November 18, 2019 at 4:00 p.m. in the Rotelle Family Board Room.

Board of Trustees

Present: Frank Custer, Chairperson; Marcel Groen, Treasurer; Margot Clark, Secretary; Theresa Reilly, Assistant Secretary; Eleanor Dezzi, Varsovia Fernandez, Raj Guttha, Anisha Robinson Keeyes, Dave Kraybill (via phone), Napoleon Nelson, Rick Taylor, and Ellen Toplin

Absent: Trustees Binder and Kilkenny

Also Present:

Dr. Victoria Bastecki-Perez, Interim President and Provost; Marc Davis, Solicitor; Philip Needles, Vice President of Student Services; Dr. Celeste Schwartz, Vice President of Information Technology and Chief Digital Officer; Charles Somers, Vice President of Finance and Administration; Jay Browning, Vice President for Advancement; Dr. Gloria Oikelome, Interim Vice President of Academic Affairs and Dean of Health Sciences; Therol Dix, Vice President of the West Campus; Diane O'Connor, Executive Director of Human Resources; Rose Makofske, Director of Equity Diversity and Inclusion, Title IX Coordinator; Dr. Hal Halbert, Associate Professor of English, Faculty Union Representative; Connie Speier, Administrative Assistant for Social Sciences and Support Staff Union Representative; Holly Ann Clayton, Executive Director of Marketing and Communications; Dr. Nicole Henderson, Dean of Student Affairs; Diane VanDyke, Director of Strategic Communications; Michael Bettinger, Director of Government and External Relations; Joe Mancini, Executive Director for Information Technology; Eric Karol, Manager, Media Services; Dr. David Kowalski, Associate Vice President for Institutional Effectiveness and Strategic Innovation; Linda Quinby, Exercise Science and Wellness Senior Lecturer; Dr. Michelle Brown-Nevers, Executive director of Enrollment Management; James Bedrosian, Executive Assistant to the Vice President of Academic Affairs; Candy Basile, Administrative Support Secretary; Deborah Rogers, Executive Assistant to the Board of Trustees. Lisa Ritter, Partner, Maher Duessel, LLC.; Mark Griego, Veteran, Student; Kathleen Bullen, Part-time Administrative Support Secretary for Veteran Services

Call to Order

Chair Custer called the meeting to order at 4:00 p.m.

Pledge of Allegiance

Chair Custer introduced Mark Griego, a student Veteran, and Kathleen Bullen, the Administrative Support Secretary for Veterans Services to lead the attendees in the Pledge of Allegiance.

Introduction of Guests

Vice President Schwartz introduced the following new guests: Lisa Ritter from Maher Duessel, and Dr. Michelle Brown-Nevers, Executive Director of Enrollment Management.

**Public Testimony**

There was no public testimony.

**Consent Agenda**

Trustee Fernandez motioned to approve Consent Agenda action item **A** as presented, Trustee Toplin seconded the motion. The Board unanimously approved action item **A**. Information items **B** through **G** were accepted as presented for the month of November, 2019.

**Action Items:**

- A.** Approval of the October 21, 2019 Minutes

**Information Items:**

- B.** Executive Summary, Three Months Ending September 30, 2019
- C.** Budget Variance Report Year to Date September 30, 2019
- D.** Treasurer's Report Year to Date September 30, 2019
- E.** Wilmington Trust Investment Performance for September 30, 2019
- F.** Investment of Bond Proceeds
- G.** Single Vendor Acquisitions Greater than \$100k

**Interim President's Report****a. Interim President's Report:**

<https://www.mc3.edu/html-email/2019/int/report/11/email.html>

Interim President Bastecki-Perez, provided an overview of the November Interim President's Report. She provided an overview of the Montco Fast Facts. She also discussed this year's Presidential Symposium on Diversity, which had the largest attendance to date, making it necessary to move the event from the Science Center Auditorium to the Health Sciences Center Gymnasium in order to accommodate the 1,400 plus attendees. Dr. Tara Westover, author of the New York Times bestseller, *Educated* was the guest speaker. Dr. Westover shared stories of her youth and described how education changed her life.

This was an information item only and required no action from the Board of Trustees.

**Finance Committee**

Trustee Groen reported out for the Committee.

**a. Maher Duessel Independent Audit:**

Lisa Ritter from Maher Duessel, provided the Committee with an update on the Independent Audit, years ended June 30, 2019 and 2018. She noted that the College had an unmodified "clean" opinion which is the best opinion an auditor can give. There were no audit findings. She also noted that new this year, was testing mandated under the Gramm Leach Bliley Act focused on protecting electronic records of students. The College did well with security for this new procedure/audit.

Trustee Groen motioned to accept the Independent Audit Years ended June 30, 2019 and 2018 as presented. Trustee Dezzi seconded, and the Board of Trustees unanimously approved.

### **Student Success Committee:**

Trustee Reilly reported out for the Committee.

#### **a. NCLEX Nursing Exam Report:**

Trustee Reilly noted that from October 1, 2018 through September 30, 2019 the College's Nursing graduate first attempt pass rate was 96.27% vs. the National first attempt pass rate of 88.07% and the State first attempt pass rate of 91.61%. Trustee Reilly congratulated Nursing graduates, faculty and staff on this stellar achievement.

This was an information item only and required no action from the Board of Trustees.

### **Institutional Risk Committee**

Trustee Guttha reported out for the Committee.

#### **a. Annual Security Report:**

David Caristo, Director of Campus Safety provided a brief update to the Board of Trustees on the College's Annual Security Report. The information included in the security report is in compliance with the Pennsylvania Uniform Crime Reporting Act and the Federal Jeanne Cleary Disclosure of Campus Security Policy and Campus Crime Statistics Act (the Cleary Act). He noted that the College's Department of Public Safety is responsible for campus security, in partnership with local law enforcement agencies, and final reporting of incidents for the annual security report. In summary, the College is a safe with low crime rates at all locations.

This is an information item only and required no action by the Board of Trustees.

### **Executive Committee**

The Executive Committee met to discuss several Board Operations policies that needed updating. Interim President Bastecki-Perez reviewed the following Policies:

- 2.1 – Board Duties and Responsibilities (Attachment A)
- 2.2 – Board of Trustees By-Laws (Attachment B)
- 2.3 – Board of Trustees Self-Assessment (Attachment C)
- 2.5 – Guide to Ethical Governance: (Attachment D)
- 2.6 – Board of Trustees Emeritus (Attachment E)
- 2.8 – Board of Trustees Conflict of Interest Policy (Attachment F)

Trustee Toplin motioned to approve the revised Board policies 2.1, 2.2, 2.3, 2.5, 2.6, and 2.8 as discussed and presented. Trustee Fernandez seconded and the Board unanimously approved the newly revised policies.

**Chair's Report**

**A. Appointment of the Nominating Committee:**

Chair Custer appointed the following Trustees to the Nominating Committee:

- Anisha Robinson Keeys – Chair
- Dave Kraybill
- Napoleon Nelson
- Rick Taylor

It was noted that if any of the members appointed to the Nominating Committee were interested in running for an Officer position, they could not be on the Nominating Committee. The Committee was charged to report a recommended slate of Officers at the December 16, 2019 Board of Trustees meeting, with the final vote to take place at the January 27, 2020 Board of Trustees meeting.

**Old Business**

There was no old business.

**New Business**

Trustee Toplin noted that the Institutional Strategy and Visioning Committee has begun discussions on visionary ideas, opportunities and challenges. She wanted everyone to know that the Committee has been having healthy dialogues on what the College is doing, and what the College should look like in the future.

Upon motion, the Board of Trustees adjourned at 4:57 p.m. The next Board of Trustees meeting is scheduled for Monday, December 16, 2019, at 4:00 p.m. at the Rotelle Family Board Room in the East House, Blue Bell.

The Board of Trustees went into an Executive Session at 5:05 p.m. to discuss real estate. No motion was taken during this session. The Session adjourned at 5:40 p.m.

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Margot Clark  
Secretary



### *Board of Trustees Policy*

<b>SUBJECT:</b> Board Duties and Responsibilities	<b>NUMBER:</b> 2.1	<b>PAGE:</b> 1	<b>OF:</b> 3
	<b>DATE:</b> November 18, 2019		
	<b>SUPERSEDES:</b> May 15, 2017		

### *Purpose*

The Board of Trustees has established the necessary policies for operating Montgomery County Community College and has all of the powers, duties, and obligations as specifically set forth in the Community College Act of 1963, its amendments and supplements. The Board of Trustees' aim is to serve the educational, workforce, and cultural needs of our students and Montgomery County communities.

### *Specific Responsibilities*

In accordance with the Community College Act of 1963, these responsibilities are specifically assigned to the Board of Trustees:

- to submit to the state Board of Education, for its approval, proposed amendments to the community college plan;
- to make policies providing for the admission and expulsion of students, the courses of instruction, the tuition and fees to be charged, and for all matters related to the governing and administration of the College;
- to hold, rent, lease, sell, purchase, and improve land, buildings, furnishings, equipment, materials, books, and supplies;
- to enter into contracts for services required to effectuate the purposes of the Community College Act of 1963;
- to accept and receive gifts of real and personal property, federal, state, and local monies and grants, and to expend the same;
- to enter into contracts for services to high schools of member districts to provide area vocational technical education services; and
- to exercise such other powers and perform such other duties as are necessary to carry into effect the purpose of the Community College Act of 1963.

Section 35.12 of the Act assigns the Board of Trustees the responsibility to appoint the president and to adopt policies to ensure that the chief executive and chief educational officer of the



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college performs all duties in accordance with policies adopted by the Board of Trustees. The charter adopted by the Executive Committee and the Presidential Evaluation policy (2.4) provide a framework for these responsibilities:

- to oversee the drafting of the president’s contract by a person designated by the Board of Trustees in consultation with the college’s solicitor;
- to present the contract to the full Board of Trustees for review and after any revisions to the contract by the Board of Trustees in consultation with the college’s solicitor be presented for approval by the full Board of Trustees; and
- to appoint and fix the salary of the President.

**Fiscal Responsibility**

Contracts shall be entered into and other acts shall be done by the Board of Trustees of a community college in the name of the community college. The Board of Trustees shall submit an annual budget for consideration and approval by the local sponsor. The Board of Trustees shall supervise the expenditure of appropriations made by the local sponsor and shall conduct the business affairs of the community college in accordance with the rules, regulations, and procedures approved by the local sponsor. All property purchased by or granted to the Board of Trustees of a community college shall be held in the name of a community college on behalf of the local sponsor of the college.

**Sponsor Relations**

The local sponsor provided for a dedicated millage for the College effective January 1, 2017 for the purpose of providing funding for operating expenses and capital projects. This dedicated millage is collected on an annual basis, and is subject to Montgomery County Commissioners approval. In no event shall the local sponsor's obligation for the operation and capital expenses of a community college exceed the limit of the local sponsor to levy taxes pursuant to this act or any other act of the General Assembly or its rights to incur or increase its indebtedness under Article IX of the Constitution of Pennsylvania.



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Meetings of the Board of Trustees

All meetings of the Board of Trustees will be open to the public, except at those times when the Board meets in executive session. When deemed necessary, the chairperson may call the Board into executive session. Minutes will be taken for all regular, special, and annual meetings of the Board of Trustees. Approved minutes will be posted publically on the College’s website ([www.mc3.edu](http://www.mc3.edu)). Hardcopies of the approved minutes will be archived by the College’s Library.



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**Article I – Duties and Responsibilities**

The Board of Trustees of Montgomery County Community College is the institution's legal governing body. The Board of Trustees has established the necessary policies for operating Montgomery County Community College and has all of the powers, duties, and obligations as specifically set forth in the Community College Act of 1963, its amendments and supplements. The Board of Trustees' supports the advancement of the mission of Montgomery County Community College.

The Board derives its authority from the Community College Act of 1963, Act 484 P. L. 1132, its amendments and supplements and shall be operated in accordance with the requirements of that Act, and such other rules, regulations and standards as may, from time to time be promulgated pursuant thereto by the Department of Education of the Commonwealth of Pennsylvania and by the Board of Trustees.

The specific responsibilities specifically assigned to the Board of Trustees are articulated in Board Duties and Responsibilities (Policy 2.1).

**Article II. – Principal Office**

The principal office of the Montgomery County Community College shall be 340 DeKalb Pike, Blue Bell, Whitpain Township, Montgomery County, Pennsylvania, or at such other place as designated, from time to time, by the Board of Trustees.

**Article III. - Board of Trustees Composition and Meetings**

1. **Membership** - The Board of Trustees shall consist of fifteen (15) members appointed by the Board of Commissioners of Montgomery County for six years or until the successor is appointed per the requirements of the Community College Act of 1963.
2. **Quorum** - Except as otherwise provided by law, a quorum at all meetings of the Board of Trustees shall consist of a majority (eight) of the Board of Trustees. As authorized by the Board of Trustees a member may participate by telecommunications (see article XIV-Voting) to make up a quorum.





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3. Annual Meeting - The annual meeting of the Board of Trustees shall be held at the principal office or at such other place as designated by the Board of Trustees in the County of Montgomery, Commonwealth of Pennsylvania, which designation shall be submitted to the Trustees with a notice of meeting. The annual meeting shall be held on the regular meeting date in January of each year. If said day is a legal holiday, the annual meeting shall be held on the next succeeding day not a legal holiday.
4. Regular Meetings - The regular meetings of the Board of Trustees shall be held once each month (except July and August) at a date, time, and place to be announced by the chairperson or by action of the Board with sufficient notice being sent to all members of the Board of Trustees. All meetings shall be held at the principal office of the Board of Trustees unless notice of such change of meeting place shall be given to all members prior to the meeting. All meetings will be advertised and open to the public, except at those times when the Board meets in executive session. When deemed necessary, the Chairperson may call the Board into executive session. If the Executive Session is required in between regularly scheduled meetings, Board members will be informed 24 hours in advance of said meeting. The Chair will announce the purpose of the Executive Session either prior to moving into said session or after the completion of said session and will come back to the public session to state any actions taken. Minutes will be taken for all regular, special and annual meetings of the Board of Trustees. Approved minutes will be posted publically on the College's website ([www.mc3.edu](http://www.mc3.edu)). Hardcopies of the approved minutes will be archived by the College's Library.
5. Special Meetings - If the chairperson of the Board of Trustees shall receive a request in writing signed by five (5) members of the Board of Trustees that he/she call a special meeting for the purposes specified in the request, or if the chairperson shall decide with the consent of one other officer, or if the chairperson shall receive a request from the President of the College in which the chairperson concurs, the chairperson shall call a special meeting of the Board of Trustees by causing notification of the time, purposes, and place within one week upon receipt of said written request to be given to each member of the Board of Trustees either by telephone or written notice.



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Article IV. – Officers

1. Number - The officers shall consist of a chairperson, a vice chairperson, a secretary, a treasurer, and an assistant secretary.
2. Similar Officers - No person shall hold the office of chairperson, vice chairperson, treasurer, secretary, and/or assistant secretary simultaneously.
3. Term of Office - The principal officers shall be elected annually by the Board of Trustees at the annual meeting, at which time the Board of Trustees shall choose from among its members a chairperson, vice chairperson, secretary, treasurer, and assistant secretary.
4. Vacancies - Any vacancy in any office shall be filled by election for the unexpired portion of the elective term at the next regular meeting of the Board of Trustees following the creation of the vacancy. Any vacancy in the Board of Trustees for any cause shall be filled by the appointing authority for the unexpired term.

Article V. – Conflicts of Interest

1. The Trustees shall serve without compensation.
2. They shall be reimbursed for their actual and necessary expenses incurred in the performance of their duties. In accordance with the Board's Conflict of Interest policy, it is the obligation of each Board member to disclose to the Board any personal interest in which they may have in any matter pending before the Board, and the member having such interest shall refrain from participating in any decision on such matter. At the time a vote is taken, the Trustee who has a conflict shall publically announce and disclose the nature of the conflict.
3. Board members must meet statutory requirements under the Pennsylvania Ethics Act.



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Article VI. – Chairperson

1. The Chairperson of the Board of Trustees shall preside at all meetings of the Trustees at which he/she is in attendance.
2. The Chairperson of the Board of Trustees shall be authorized to call special meetings as herein provided.
3. The Chairperson of the Board of Trustees shall possess the power to sign all certificates, contracts and other instruments of Montgomery County Community College, which have been authorized by the Board of Trustees.
4. The Chairperson of the Board of Trustees shall be authorized to execute the required certificates, diplomas, or degrees that may be granted to students who complete the education courses in the Montgomery County Community College.
5. The Chairperson of the Board of Trustees shall make reports to the Board of Trustees and shall perform other duties as are incident to his/her office and as are properly required of him/her by the Trustees.

Article VII. – Vice Chairperson

1. The Vice Chairperson in the absence of the Chairperson shall preside at all meetings of the Trustees.
2. The Vice Chairperson shall, upon the death, absence, resignation, disability, or disqualification of the Chairperson, perform the duties of the Chairperson until the Chairperson shall resume his/her office or his/her successor shall have been elected as herein provided.



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3. During the absence or disability of the Chairperson, the Vice Chairperson shall possess the same power of the Chairperson to sign all certificates, contracts and other instruments of Montgomery County Community College, which have been authorized by the Board of Trustees.
4. The Vice Chairperson shall have such other duties as may be assigned to him/her from time to time by the Board of Trustees.

Article VIII. – Secretary

1. The Secretary shall perform or cause to be performed, all of those duties incident to the office and such other duties as required by the Board of Trustees.
2. The Secretary shall maintain the records and minutes of the Board of Trustees.
3. The Secretary shall cause to be filed, indexed and carefully preserved all papers and documents pertaining to the business proceedings of the Board of Trustees.
4. The Secretary shall certify to lending institutions or banks of deposit the necessary resolutions to open and maintain such accounts.
5. The Secretary shall attest in writing the execution on all deeds, contracts, reports, certificates and other instruments that are to be executed by the Board of Trustees.
6. The Secretary shall be the custodian of the official seal of Montgomery County Community College and at the expiration of his/her term shall turn over the seal, the records and papers and any other property to his/her successor.

Article IX. – Assistant Secretary

1. The Assistant Secretary shall, upon the death, absence, resignation, disability, or disqualification of the Secretary, perform the duties of the secretary until the Secretary



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shall resume his/her office or his/her successor shall have been elected as herein provided.

2. The Assistant Secretary shall have such duties as may be assigned to him/her from time to time by the Board of Trustees.

Article X. – Treasurer

1. The Treasurer shall perform the duties delegated to him/her by the Board of Trustees, including care and custody of all cash, stocks, bonds, mortgages or other securities or investments belonging to the College and shall perform such other duties as are incident of his/her office and are properly required of him/her by the Board of Trustees. All deposits of the Community College funds shall be made in the name of Montgomery County Community College; and the Treasurer shall, at the end of each month, make a written report to the Board of Trustees of the amount of funds received and disbursed during the month.
2. Bond - The Treasurer shall give a surety bond (the cost of which shall be paid by the Board of Trustees) in such amount and with such corporate surety as is approved by the Board of Trustees which bond shall be filed with the Board annually.
3. Audit - The accounts of the Treasurer shall be audited annually by a certified public accountant or other qualified public accountant as selected by the Board of Trustees from time to time.

Article XI. – President

1. The President of Montgomery County Community College shall be the chief executive and administrative officer of the College and shall perform all duties, which the Board of Trustees may prescribe. He/she is the officer through whom the Board of Trustees carries out its programs and exercises its policies.



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2. Attendance at Trustees' Meetings - The President shall have the right to attend all meetings of the Board of Trustees and to be heard on matters before it, but shall have no right to vote on any matter.
3. Employment of Personnel - The Board of Trustees (having obtained the advice and recommendation of the President) shall provide for the employment of the necessary officers of the College and shall set compensation policy for all employees. The employment of faculty, other professional employees and part-time and non-professional staff, which positions have been authorized in the annual operating budgets approved by the Board of Trustees, is delegated to the President. The appointment of presidential senior leadership, the vice presidents, is subject to Board approval.

Article XII. – Committees

1. A Nominating Committee of at least three (3) Trustees shall be appointed by the Chairperson of the Board. Members of the committee may serve no more than two consecutive years and may not be seeking election to an officer position. The Board of Trustees shall approve the Nominating Committee no later than the November Board meeting. The Nominating Committee shall submit a slate of officers no later than the December Board meeting.
2. Duties of the Executive Committee - The Executive Committee shall consist of the Chairperson of the Board, who shall serve as Chairperson of the committee, the Vice Chairperson of the Board, the Chairperson of the Finance Committee, the Chairperson of the Institutional Risk Committee, the Chairperson of the Institutional Strategy and Visioning Committee, the Chairperson of the Student Success Committee, and two at-large appointments made by the Chairperson of the Board. Five members of the committee shall constitute a quorum for the transaction of business. A former Chairperson of the Board may be invited as non-voting participant to contribute to the Executive Committee on a specific matter. The Chairperson may call the meeting of the Executive Committee and will offer notification to all Board members that the meeting has been called. It shall be the duty of this Committee to investigate any emergency situation that may arise, coordinate the activities of the various committees, further the general business of the College, and where necessary,



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make recommendations for Board action to be ratified at any special or regular meeting of the Board.

- a. At each meeting of the Board, the Executive Committee shall report, in writing, all actions taken by it. Those actions shall be ratified and reflected in the regular minutes of the Board or in any special meeting minutes of the Board.
3. Standing Committees - Standing committees of the Board shall be appointed at the regular February Board meeting by the chairperson of the Board of Trustees. Standing committees will be responsible for specific College activities as designated from time to time by the Chairperson of the Board of Trustees each year. All meetings of standing committees shall be open to all Board members: however, only the members of the standing committees shall vote on committee matters discussed at said meetings. The President shall have the right to attend all committee meetings except those related to issues involving the evaluation of the President subject to the Board of Trustees policy.
  4. Trustees shall be appointed from the Board to the following standing committees:
    - Finance Committee
    - Institutional Risk Committee
    - Institutional Strategy and Visioning Committee
    - Student Success Committee
  5. The appointment terms and duties of these committees shall be as hereinafter provided. Each of these committees will develop its own charter, which shall be presented to and approved by the Board of Trustees. Charters will be reviewed, annually, by each committee and will be reflected in the meeting minutes. In all other matters, the Board of Trustees shall act as its own Committee of the whole, except that special ad hoc committees shall be appointed from time to time to conduct such special studies or to acquire such services as the Board may require. The ad hoc committees should include, but not be limited to, a Nominating Committee.



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6. Appointment and Term of Standing Committees - The standing committees shall be appointed annually by the Chairperson and with the consent of the Board of Trustees. It is suggested at the time for appointment of committees that each Trustee serve on at least one committee and that the Chairperson consider that one member of the previous committee be retained on the committee for continuity of programs already under way.
7. Filling Vacancies in Standing Committees - In case a vacancy shall occur on any of the standing committees, the Chairperson of the Board of Trustees shall appoint another member to serve thereon until the next regular meeting, at which time the confirmation by the Board of Trustees shall be sought. If confirmed, the appointment shall stand until the time for reconstituting standing committees as herein provided.
8. Authority of Standing Committees - The authority of the standing committees of the Board shall be subject to the policies of the Board and committee recommendations, except as hereinafter provided, are subject to the approval of the Board. Where prior approval and instructions have been given by the Board, a committee may act in the Board's name, but only within the narrow confines of the specific authority granted by the Board to the specific committee.
9. Other Committees - Other committees to support the work of the Board may be formed from time to time by the Chairperson. Other committees will have clear operating charges and shall operate for a specified period of time with a clear start and end date. The Chairperson shall appoint no more than four Board members to these other committees. The authority of other committees are subject to approval of the Board.

Article XIII. – Order of Business

1. Agenda - The agenda for each meeting of the Board of Trustees shall be prepared by the chairperson of the board in consultation with the President of the College and shall be sent to each member of the Board of Trustees by the secretary in advance of the meeting.





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2. Rules of Order - Roberts Rules of Order, when not in conflict with any of the provisions of these By-Laws, shall be the rules of parliamentary procedure when the board is in session.
3. Order of the Agenda - The agenda, when the Board meets in regular session, may be as follows and is merely a guideline as the agenda shall be determined from time to time by the Board:
  - correction and approval of minutes of the preceding meeting;
  - consent agenda with routine items recommended for action;
  - report of the Treasurer;
  - report of the President
  - report of the standing committees;
  - report of the other committees;
  - approval of bids;
  - report and of the chairperson;
  - old business;
  - new business.
4. Appointment of Auditor and Solicitor- There shall be placed on the agenda for the June meeting of the Board of Trustees the appointment of the auditor and solicitor for the succeeding fiscal year.

Article XIV. – Voting

Trustees must review all materials prior to board and committee meetings. Trustees are expected to attend meetings in person and actively participate in Board discussions. However, recognizing that it may not always be possible for every Trustee to be physically present at every meeting, Trustees may, from time to time, participate in meetings and cast their votes on actions by telephone or video conference.



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A majority vote of those participating in a meeting (a quorum being present) shall be the act of the meeting.

Article XV. – Communications to the Board

1. Communications to the Board of Trustees from persons not members of the Board of Trustees should, except in the case of the President be in writing.
2. Notice of the desire by a person not a Board member, other than the President, to appear before the Board shall be filed with the Chairperson of the Board of Trustees or the President of the College as far in advance of the meeting as possible. The Board ordinarily will not consider matters placed in the hands of the President of the College by other than members of the Board fewer than seven (7) days in advance of the meeting of the Board at which action is desired.
3. In order to keep the President informed and to enable him/her to list as completely as possible the business to be attended to by the Board, copies or notices of communications to committees or to members of the Board shall be sent to the President.
4. All official communications from staff members to the Board of Trustees and all directives or orders from the Board of Trustees to staff members shall be sent through the President.

Article XVI. – Amendment

Any proposed change in these By-Laws shall be presented in writing stating the proposed change and the reason therefore to the Chairperson of the Board of Trustees. The chairperson shall then appoint an ad hoc committee to consider the request. These By-Laws may be added to or amended by a vote of two-thirds (2/3) of all of the trustees present at a regular or special meeting provided that the proposed addition or amendment shall have been filed with the Chairperson in writing and a copy thereof mailed to each



*Board of Trustees Policy*

<b>SUBJECT:</b> Board of Trustees By-Laws	<b>NUMBER:</b> 2.2	<b>PAGE:</b> 12	<b>OF:</b> 12
	<b>DATE:</b> November 18, 2019		
	<b>SUPERSEDES:</b> February 25, 2019, June 15, 2015, Last Revision Unknown		

member in advance of the meeting at which said addition or amendment is to be considered and voted upon.



*Board of Trustees Policy*

<b>SUBJECT:</b>  Board of Trustees Self-Assessment	<b>NUMBER:</b> 2.3	<b>PAGE:</b> 1	<b>OF:</b> 2
	<b>DATE:</b> November 18, 2019		
	<b>SUPERSEDES:</b> June 18, 2012, May 2002		

***Purpose***

Effective Boards of Trustees engage in a regular process of self-assessment of their performance. This willingness to engage in this type of self-assessment serves as a model for all units of the College. Engagement in the process of self-assessment demonstrates that Trustees are strongly committed to fulfilling their governance responsibilities as defined by the Middle States Commission on Higher Education (MSCHE) Standards of Excellence, Standard VII, Governance, Leadership and Administration, and by the superseding Community College Act of 1963, Section 35.11. In addition, discussion that emerges from the self-assessment about Board roles and responsibilities strengthens communication and understanding among individual Trustees and improves the effectiveness of the Board as a whole.

***Responsibility***

It shall be the Board's responsibility, through the work of the Executive Committee, to ensure that it engages in a regular process of self-study to ensure that it continues to serve the public interest, ensure that the institution clearly states and fulfills its mission and goals, has fiduciary responsibility for the institution, and is ultimately accountable for the academic quality, planning, and fiscal well-being of the institution (MSCHE, Standard VII). The Executive Committee, with the support of the President, will organize and conduct the process. The results should be used to identify where the Board is performing well and where it might improve and to set annual Board goals. Because the effectiveness of the Board and the effectiveness of the President are so closely tied, the Board and Presidential evaluation processes will run in tandem if possible.

***Process***

At the heart of the process shall be a rating instrument to measure Board performance in the following areas as recommended by the Association of Community College Trustees:

- Board Organization



*Board of Trustees Policy*

<b>SUBJECT:</b>  Board of Trustees Self-Assessment	<b>NUMBER:</b> 2.3	<b>PAGE:</b> 2	<b>OF:</b> 2
	<b>DATE:</b> November 18, 2019		
	<b>SUPERSEDES:</b> June 18, 2012, May 2002		

- Community Representation
- Policy Direction
- Board-President Relations
- College Operations
- Monitor Institutional Performance
- Board Behavior
- Advocacy
- Board Education

The Executive Committee will develop the rating tool and will collect, synthesize and report on results on an annual basis, to the full Board, at the September meeting.



### *Board of Trustees Policy*

<b>SUBJECT:</b> Guide to Ethical Governance: <b>Standards of Good Practice</b>	<b>NUMBER:</b> 2.5	<b>PAGE:</b> 1	<b>OF:</b> 2
	<b>DATE:</b> November 18, 2019		
	<b>SUPERSEDES:</b> September 2002		

### *Purpose*

Montgomery County Community College's Board of Trustees are committed to setting an example for the entire College community by adopting and adhering to a set of standards for good practice to guide ethical governance of the College. These standards are informed by the Middle States Council on Higher Education (MSCHE) Standard II, Ethics and Integrity, and Standard VII, Governance, Leadership and Administration. To fully realize this commitment, the Board has adopted the Association of Community College Trustees' (ACCT) Guide to Ethical Governance.

### *Standards of Good Practice*

As a governing board member, I am required to:

#### **Service**

- Devote time, thought and study to the duties and responsibilities of a community college board member, so that I may render effective and creditable service.

#### **Collaboration**

- Work with my fellow board members in a spirit of harmony and cooperation in spite of differences of opinion that arise during vigorous debates of points of issue;
- Base my personal decision upon all available facts in each situation; vote my honest conviction in every case, unswayed by partisan bias of any kind; and abide by and uphold the final majority decision of the board.

#### **Authority**

- Remember at all times that as an individual I have no legal authority outside the meetings of the board, and to conduct my relationships with the community college staff, the local citizenry, and all media of the community on the basis of this fact;



*Board of Trustees Policy*

<b>SUBJECT:</b> Guide to Ethical Governance: <b>Standards of Good Practice</b>	<b>NUMBER:</b> 2.5	<b>PAGE:</b> 2	<b>OF:</b> 2
	<b>DATE:</b> November 18, 2019		
	<b>SUPERSEDES:</b> September 2002		

- Resist every temptation and outside pressure to use my position as a community college board member to benefit myself or any other individual or agency apart from the total interest of the community college district.

**Roles**

- Recognize that it is as important for the board to understand and evaluate the educational program of the community college as it is to plan for the business of college operations;
- Welcome and encourage active cooperation by citizens, organizations, and the district media by communicating with respect to policy on current college operations and proposed future developments;
- Speak with one voice as a board member once a board decision or policy is made.

**Teamwork**

- Support the state and national community college trustees associations;
- Strive step by step toward ideal conditions for the most effective community college board service to my community, in a spirit of teamwork and devotion to public education as the greatest instrument for the preservation and the perpetuation of our representative democracy.



*Board of Trustees Policy*

<b>SUBJECT:</b> Board of Trustee Emeritus	<b>NUMBER:</b> 2.6	<b>PAGE:</b> 1	<b>OF:</b> 1
	<b>DATE:</b> November 18, 2019		
	<b>SUPERSEDES:</b> January 2003		

***Purpose***

Montgomery County Community College recognizes extraordinary and significant contributions by bestowing Emeritus status to former Board of Trustee members who have advanced the College's mission and strategic agenda. Privileges may include special invitations to Board of Trustees and College meetings and functions.

***Policy***

To be eligible for Emeritus status, Board of Trustees members must meet these criteria:

- Established a record of notable service to the College and its communities
- Displayed active leadership as Chair of the Board and/or Chair of Standing Committee(s)
- Served, at minimum, two terms (12 years) and departed from Board of Trustees service
- Nominated by a member of the Board of Trustees or by the College President
- Approved by the Board of Trustees through majority vote

Trustee Emeritus status is without financial compensation and has non-voting membership to the Board of Trustees for life. The Board of Trustees reserves the right, by majority vote, to revoke honorary titles at its sole discretion.





*Board of Trustees Policy*

<b>SUBJECT:</b>  <b>Board of Trustees Conflict of Interest Policy</b>	<b>NUMBER:</b> 2.8	<b>PAGE:</b> 1	<b>OF:</b> 2
	<b>DATE:</b> November 18, 2019		
	<b>SUPERSEDES:</b> April 26, 2010		

***Purpose***

The Board of Trustees of Montgomery County Community College is committed to the principles of integrity, good faith and fair dealing, and professional accountability in all its dealings on behalf of the College.

Accordingly, the purpose of this policy is to provide guidance to members of this Board with respect to any conflict of interest experienced by the totality of any outside interests, concerns and relationships held by any individual member, as required through the Middle States Commission on Higher Education (MSCHE) Standard 2.

***Responsibilities***

The Board of Trustees is responsible for ensuring that the Board is educated on policies and standards concerning conflict of interest and guidelines for weighing the compelling benefit of an apparent conflict. Ultimately, the Board's highest priority is protecting the institution's integrity and reputation.

***Policy***

A conflict of interest may exist whenever the outside interests, concerns or relationships held by a Trustee and his or her immediate household members or dependent children, compromises, or appears to compromise, that member's fiduciary duty to the College. Institutional policy on board member conflicts of interest should extend to the activities of board committees and should apply to all committee members, including those who are not board members.

In the course of doing College business, Board members must disclose to the Board as a whole, actual and potential conflicts of interest on the part of outside interests, concerns and relationships.



*Board of Trustees Policy*

<b>SUBJECT:</b>  <b>Board of Trustees Conflict of Interest Policy</b>	<b>NUMBER:</b> 2.8	<b>PAGE:</b> 2	<b>OF:</b> 2
	<b>DATE:</b> November 18, 2019		
	<b>SUPERSEDES:</b> April 26, 2010		

This disclosure of outside interests, concerns and relationships should be updated annually by each member of the Board of Trustees.

To facilitate Board members' identification of such conflicts, the President will annually inform the Board of major institutional relationships and transactions, so as to maximize awareness of possible conflicts.

When a potential conflict of interest, previously disclosed, is subsequently relevant to a matter immediately before the Board, it is expected that the Board member bring it again to the attention of the Board as a whole.

The Board may consider the compelling benefit of involvement by the board member, subject to carefully defined conditions that assure both propriety and the appearance of propriety. The standard connotes that permissible conflict transactions should be rare and exceptional and that compelling benefit deliberations be transparent.

***Procedure***

Members of the Board of Trustees will disclose any potential conflict of interests through the completion and submission of a written questionnaire on an annual basis and updated more frequently if significant changes would impact Board deliberations.